



Banco Bilbao Vizcaya Argentaria

New York Branch

1345 Avenue of the Americas, 44th Floor
New York, N.Y. 10105
Tel. (212) 728-1500

IRREVOCABLE STANDBY LETTER OF CREDIT

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER: 16NYS600836

ISSUANCE DATE: OCTOBER 24TH, 2016

MAXIMUM AMOUNT: FORTY-ONE MILLION TWO HUNDRED FIFTY THOUSAND DOLLARS (\$41,250,000.00).

APPLICANT:

OCCIDENTAL CHEMICAL CORPORATION
MIKE ANDERSON, VICE PRESIDENT
5 GREENWAY PLAZA, SUITE 110
HOUSTON, TX 77046
(713) 350-4925 PHONE
(859) 396-3767 MOBILE
MIKE_ANDERSON@OXY.COM

BENEFICIARY:

WALTER MUGDAN, DIRECTOR
EMERGENCY REMEDIAL RESPONSE DIVISION
U.S. ENVIRONMENTAL PROTECTION AGENCY, REGION 2
290 BROADWAY, 19TH FLOOR
NEW YORK, NY 10007-1866
(212) 637-4390 PHONE
(212) 637-4439 FACSIMILE
MUGDAN.WALTER@EPA.GOV

AND TO:

ALICE YEH, PROJECT COORDINATOR
EMERGENCY AND REMEDIAL RESPONSE DIVISION
U.S. ENVIRONMENTAL PROTECTION AGENCY, REGION 2
290 BROADWAY
NEW YORK, NY 10007
(212) 637-4427 PHONE
YEH.ALICE@EPA.GOV

JUAN M. FAJARDO, ASSISTANT REGIONAL COUNSEL
OFFICE OF REGIONAL COUNSEL
U.S. ENVIRONMENTAL PROTECTION AGENCY, REGION 2
290 BROADWAY, 17TH FLOOR
NEW YORK, NY 10007
(212) 637-3132 PHONE

U.S. ENVIRONMENTAL PROTECTION AGENCY
CINCINNATI FINANCE OFFICE
26 MARTIN LUTHER KING DRIVE
CINCINNATI, OH 45268
ATTN: FINANCE (ELIZABETH MCGUFFEY)



(513) 487-2081 PHONE
(513) 487-2545 FACSIMILE
CINWD_ACCTSRECEIVABLE@EPA.GOV
MCGUFFEY.ELIZABETH@EPA.GOV

DEAR SIR OR MADAM:

WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. 16NYS600836 IN YOUR FAVOR, AT THE REQUEST AND FOR THE ACCOUNT OF OCCIDENTAL CHEMICAL CORPORATION (THE "APPLICANT"), IN THE MAXIMUM AMOUNT OF FORTY-ONE MILLION TWO HUNDRED FIFTY THOUSAND DOLLARS (\$41,250,000.00) (THE "MAXIMUM AMOUNT"), HOWEVER, LESSER SUMS WHOSE TOTAL DOES NOT EXCEED THE MAXIMUM AMOUNT MAY BE REQUESTED PERIODICALLY. WE HEREBY AUTHORIZE YOU, THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY (THE "BENEFICIARY"), TO DRAW AT SIGHT ON US, BANCO BILBAO VIZCAYA ARGENTARIA S.A., NEW YORK BRANCH AN AGGREGATE AMOUNT WHOSE TOTAL DOES NOT EXCEED THE MAXIMUM AMOUNT BY PERIODIC REQUESTS UPON PRESENTATION PRIOR TO THE EXPIRATION DATE OF:

- (1) YOUR SIGHT DRAFT, BEARING REFERENCE TO THIS LETTER OF CREDIT NO. 16NYS600836 (WHICH [MAY], WITHOUT LIMITATION, BE PRESENTED IN THE FORM ATTACHED HERETO AS EXHIBIT A); AND
- (2) YOUR SIGNED STATEMENT READING AS FOLLOWS: "I CERTIFY THAT THE AMOUNT OF THE DRAFT IS PAYABLE PURSUANT TO THAT CERTAIN "ADMINISTRATIVE SETTLEMENT AGREEMENT AND ORDER ON CONSENT FOR REMEDIAL DESIGN," DATED SEPTEMBER 30, 2016, U.S. ENVIRONMENTAL PROTECTION AGENCY, REGION 2, CERCLA DOCKET NO. 02-2016-2021, BETWEEN THE UNITED STATES AND OCCIDENTAL CHEMICAL CORPORATION, ENTERED INTO BY THE PARTIES THERETO IN ACCORDANCE WITH THE AUTHORITY OF THE COMPREHENSIVE ENVIRONMENTAL RESPONSE, COMPENSATION, AND LIABILITY ACT, 42 U.S.C. §§ 9601-9675, RELATING TO THE DIAMOND ALKALI SUPERFUND SITE, LOWER PASSAIC RIVER STUDY AREA, OPERABLE UNIT 2."

THIS LETTER OF CREDIT IS EFFECTIVE AS OF OCTOBER 24TH, 2016 AND SHALL EXPIRE ON OCTOBER 28, 2017, BUT SUCH EXPIRATION DATE SHALL BE AUTOMATICALLY EXTENDED FOR A PERIOD OF ONE YEAR ON OCTOBER 28, 2017, AND ON EACH SUCCESSIVE EXPIRATION DATE, UNLESS, AT LEAST 120 DAYS BEFORE THE CURRENT EXPIRATION DATE, WE NOTIFY BOTH YOU AND THE APPLICANT BY CERTIFIED MAIL THAT WE HAVE DECIDED NOT TO EXTEND THIS LETTER OF CREDIT BEYOND THE CURRENT EXPIRATION DATE. IN THE EVENT YOU ARE SO NOTIFIED, ANY UNUSED PORTION OF THE CREDIT SHALL IMMEDIATELY THEREUPON BE AVAILABLE TO YOU UPON PRESENTATION OF YOUR SIGHT DRAFT FOR A PERIOD OF AT LEAST 120 DAYS AFTER THE DATE OF RECEIPT BY BOTH YOU AND THE APPLICANT OF SUCH NOTIFICATION, AS SHOWN ON SIGNED RETURN RECEIPTS.

ALL NOTIFICATIONS, REQUESTS, AND DEMANDS REQUIRED OR PERMITTED HEREUNDER SHALL BE GIVEN IN WRITING, IDENTIFY THE SITE, AND PROVIDE A CONTACT PERSON (AND CONTACT INFORMATION).



MULTIPLE AND PARTIAL DRAWS ON THIS LETTER OF CREDIT ARE EXPRESSLY PERMITTED, UP TO AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AMOUNT. WHENEVER THIS LETTER OF CREDIT IS DRAWN ON, UNDER, AND IN COMPLIANCE WITH THE TERMS HEREOF, WE SHALL DULY HONOR SUCH DRAFT UPON PRESENTATION TO US, AND WE SHALL DEPOSIT THE AMOUNT OF THE DRAFT IN IMMEDIATELY AVAILABLE FUNDS DIRECTLY INTO SUCH ACCOUNT OR ACCOUNTS AS MAY BE SPECIFIED IN ACCORDANCE WITH YOUR INSTRUCTIONS.

ALL BANKING AND OTHER CHARGES UNDER THIS LETTER OF CREDIT ARE FOR THE ACCOUNT OF THE APPLICANT.

THIS LETTER OF CREDIT IS SUBJECT TO THE INTERNATIONAL STANDBY PRACTICES 1998, INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 590 (THE "ISP"), AND AS TO MATTERS NOT ADDRESSED BY THE ISP, SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK (WITHOUT GIVING EFFECT TO CONFLICTS OF LAWS PRINCIPLES THAT WOULD RESULT IN THE APPLICATION OF THE LAWS OF A DIFFERENT JURISDICTION).

VERY TRULY YOURS,

DATE:

10/24/16

BY [SIGNATURE]:

PRINTED NAME:

NURYS MALEKI

TITLE:

DIRECTOR

ADDRESS:

1345 AVENUE OF THE AMERICAS-44TH FL
NEW YORK, NY 10105

CONTACT INFORMATION:

Tel # 212-7281732

LUIS RUIGOMEZ
EXECUTIVE DIRECTOR



**EXHIBIT A - FORM OF SIGHT DRAFT
[EPA LETTERHEAD]**

SIGHT DRAFT

TO: BANCO BILBAO VIZCAYA ARGENTARIA S.A., NEW YORK BRANCH

ATTN: NURYS MALEKI

1345 AVENUE OF THE AMERICAS, 44TH FLOOR, NEW YORK, NY
10105

RE: LETTER OF CREDIT NO. 16NYS600836

DATE: [INSERT DATE ON WHICH DRAW IS MADE]

TIME: [INSERT TIME OF DAY AT WHICH DRAW IS MADE]

THIS DRAFT IS DRAWN UNDER YOUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. 16NYS600836. I CERTIFY THAT THE AMOUNT OF THE DRAFT IS PAYABLE PURSUANT TO THAT CERTAIN "ADMINISTRATIVE SETTLEMENT AGREEMENT AND ORDER ON CONSENT FOR REMEDIAL DESIGN," DATED SEPTEMBER 30, 2016, U.S. ENVIRONMENTAL PROTECTION AGENCY, REGION 2, CERCLA DOCKET NO. 02-2016-2021, BETWEEN THE UNITED STATES AND OCCIDENTAL CHEMICAL CORPORATION, ENTERED INTO BY THE PARTIES THERETO IN ACCORDANCE WITH THE AUTHORITY OF THE COMPREHENSIVE ENVIRONMENTAL RESPONSE, COMPENSATION, AND LIABILITY ACT, 42 U.S.C. §§ 9601-9675, RELATING TO THE DIAMOND ALKALI SUPERFUND SITE, LOWER PASSAIC RIVER STUDY AREA, OPERABLE UNIT 2. PAY TO THE ORDER OF THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, IN IMMEDIATELY AVAILABLE FUNDS, THE AMOUNT OF _____ DOLLARS (\$_____) OR, IF NO AMOUNT CERTAIN IS SPECIFIED, THE TOTAL BALANCE REMAINING AVAILABLE UNDER SUCH IRREVOCABLE STANDBY LETTER OF CREDIT.

PAY SUCH AMOUNT AS IS SPECIFIED IN THE IMMEDIATELY PRECEDING PARAGRAPH BY "FEDWIRE EFT, REFERENCING SITE/SPILL ID NUMBER 02-96 AND DOCKET NO.: CERCLA 02-2016-2021. THE FEDWIRE EFT PAYMENT MUST BE SENT AS FOLLOWS:

FEDERAL RESERVE BANK OF NEW YORK

ABA = 021030004

ACCOUNT = 68010727

SWIFT ADDRESS = FRNYUS33

33 LIBERTY STREET

NEW YORK NY 10045

FIELD TAG 4200 OF THE FEDWIRE MESSAGE SHOULD READ (D 68010727
ENVIRONMENTAL PROTECTION AGENCY)

THE TOTAL AMOUNT PAID SHALL BE DEPOSITED BY EPA IN THE DIAMOND



ALKALI SUPERFUND SITE, LOWER PASSAIC RIVER STUDY AREA, OPERABLE
UNIT 2 SPECIAL ACCOUNT TO BE RETAINED AND USED TO CONDUCT OR
FINANCE RESPONSE ACTIONS AT OR IN CONNECTION WITH THE SITE, OR TO BE
TRANSFERRED BY EPA TO THE EPA HAZARDOUS SUBSTANCE SUPERFUND.

I HAVE ATTACHED HERETO AS EXHIBIT "1" A COPY OF THE WORK TAKEOVER
NOTICE, AS DEFINED IN PARAGRAPH 92, IN THE "ADMINISTRATIVE SETTLEMENT
AGREEMENT AND ORDER ON CONSENT FOR REMEDIAL DESIGN," DATED
SEPTEMBER 30, 2016, U.S. ENVIRONMENTAL PROTECTION AGENCY, REGION 2,
CERLCA DOCKET NO. 02-2016-2021, ALONG WITH PROOF OF DELIVERY AND
CERTIFY THAT TEN (10) DAYS HAVE EXPIRED FROM THE DELIVERY DATE TO
THE OCCIDENTAL CHEMICAL CORPORATION AND THERE HAS BEEN NO REMEDY
OF THE CIRCUMSTANCES GIVING RISE TO THE ISSUANCE OF THE WORK
TAKEOVER NOTICE.

THIS SIGHT DRAFT HAS BEEN DULY EXECUTED BY THE UNDERSIGNED, AN
AUTHORIZED REPRESENTATIVE OR AGENT OF THE UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY, WHOSE SIGNATURE HEREUPON
CONSTITUTES AN ENDORSEMENT.

BY [SIGNATURE]: _____
PRINTED NAME: _____
TITLE: _____
ADDRESS: _____
CONTACT INFORMATION: _____

ORIGIN ID: QNYA (212) 728-1623 ALBERTO SAURAS BBVA BRANCH 1345 AVENUE OF THE AMERICAS 44TH FLOOR NEW YORK, NY 10105 UNITED STATES US		SHIP DATE: 24OCT16 ACTWGT: 1.00 LB CAD: 969850/NET3790
TO WALTER MUGDAN, DIRECTOR EMERGENCY REMEDIAL RESPONSE DIVISIO U.S. ENVIRONMENTAL PROTECTION AGENC 290 BROADWAY, 19TH FLOOR NEW YORK NY 10007		BILL SENDER
(212) 637-4390 INV: REF: 16NVS00836 PO: DEPT:	544J3/FB42/14E8	

	
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TRK# 7775 4363 9345 0201	TUE - 25 OCT 10:30A PRIORITY OVERNIGHT
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E3 PCTA NY-US EWR 10007	
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After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

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